

RECORDATION NO. 20530 FILED 1425  
FEB 3 1997 9 50 AM

December 23, 1996

Secretary  
Surface Transportation Board  
Washington, D.C. 20423-0001

Re: **Memorandum of Lease Agreement**

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated June 18, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

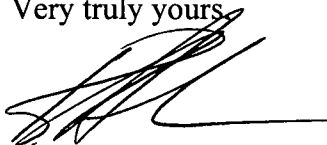
Lessee: Arkansas, Louisiana and Mississippi  
Railroad Company  
128 Main Street, P.O. Box 757  
Crossett, AR 71635

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached hereto.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original of the enclosed document to the undersigned.

Very truly yours,



Keith Andersen  
Manager-Documentation

0129A

RECORDATION NO 20530  
FEB 3 1997 9 50 AM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18th day of June, 1996, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and ARKANSAS, LOUISIANA & MISSISSIPPI RR CO. ("Lessee"), a Arkansas corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of June 18, 1996, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: John J. Thomas

Name: John J. Thomas

Title: President

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 20 day of December, 1996.

[CORPORATE SEAL]

0129A

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally came before me this day and acknowledged that (s)he is President Secretary of First Union Rail Corp., a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its \_\_\_\_\_ President, sealed with its corporate seal and attested by Michelle Berg as its \_\_\_\_\_ Secretary.

WITNESS my hand and official stamp or seal, this 20<sup>th</sup> day of December, 1996.

Michelle Berg  
Notary Public

My Commission Expires:

7/18/98  
(Notary Public)



LESSEE:

[NAME OF CORPORATION]

ARKANSAS LOUISIANA & MISSISSIPPI RAILROAD COMPANY

ATTEST:

By: S. R. Tedder

Name: S. R. Tedder

By: Loris A. Jakielski Title: President

Name: Loris A. Jakielski

Title: Assistant Secretary

Executed on this 10th day of December, 1996.

[CORPORATE SEAL]

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public of the County and State aforesaid, certify that \_\_\_\_\_ personally came before me this day and acknowledged that (s)he is \_\_\_\_\_ Secretary of \_\_\_\_\_, a \_\_\_\_\_ corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its \_\_\_\_\_ President, sealed with its corporate seal and attested by \_\_\_\_\_ as its \_\_\_\_\_ Secretary.

WITNESS my hand and official stamp or seal, this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_  
(Notary Public)

0129A

STATE OF GEORGIA

COUNTY OF FULTON

I, Jan D. Adams, a Notary Public of the County and State aforesaid, certify that Loris A. Jakielski personally came before me this day and acknowledged that (s)he is Assistant Secretary of Arkansas Louisiana & Mississippi Railroad Company, a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal and attested by Loris A. Jakielski as its Assistant Secretary.

WITNESS my hand and official stamp or seal, this 10th day of December, 19 96.

Jan D. Adams  
Notary Public

My Commission Expires:

**Notary Public, DeKalb County, Georgia**  
**My Commission Expires August 28, 1998**  
(Notary Public)

## SCHEDULE 1 - DESCRIPTION OF EQUIPMENT

04-Dec-96

<u>ASSIGNMENT</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>CARTYPE</u>	<u>NO OF CARS</u>
ALM001				
	ADN	004728	L047	1
	ADN	004732	LO47	1
	ADN	004722	L047	1
	ADN	004723	L047	1
	ADN	004724	L047	1
	ADN	004725	L047	1
	ADN	004720	L047	1
	ADN	004727	L047	1
	ADN	004719	L047	1
	ADN	004729	L047	1
	ADN	004730	L047	1
	ADN	004731	L047	1
	ADN	004733	L047	1
	ADN	004734	L047	1
	ADN	004735	L047	1
	ADN	004701	L047	1
	ADN	004737	L047	1
	ADN	004726	L047	1
	ADN	004710	L047	1
	ADN	004702	L047	1
	ADN	004703	L047	1
	ADN	004704	L047	1
	ADN	004705	L047	1
	ADN	004706	L047	1
	ADN	004707	L047	1

<u>ASSIGNMENT</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>CARTYPE</u>	<u>NO OF CARS</u>
	ADN	004721	L047	1
	ADN	004709	L047	1
	ADN	004738	L047	1
	ADN	004711	L047	1
	ADN	004712	L047	1
	ADN	004713	L047	1
	ADN	004714	L047	1
	ADN	004715	L047	1
	ADN	004716	L047	1
	ADN	004717	L047	1
	ADN	004718	L047	1
	ADN	004708	L047	1
	ADN	004768	L047	1
	ADN	004736	L047	1
	ADN	004762	L047	1
	ADN	004763	L047	1
	ADN	004764	L047	1
	ADN	004765	L047	1
	ADN	004760	L047	1
	ADN	004767	L047	1
	ADN	004758	L047	1
	ADN	004769	L047	1
	ADN	004770	L047	1
	ADN	004815	L047	1
	ADN	004817	L047	1
	ADN	004819	L047	1
	ADN	004821	L047	1
	ADN	004822	L047	1

<u>ASSIGNMENT</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>CARTYPE</u>	<u>NO OF CARS</u>
	ADN	004824	L047	1
	ADN	004766	L047	1
	ADN	004749	L047	1
	ADN	004740	L047	1
	ADN	004741	L047	1
	ADN	004742	L047	1
	ADN	004743	L047	1
	ADN	004744	L047	1
	ADN	004745	L047	1
	ADN	004761	L047	1
	ADN	004748	L047	1
	ADN	004739	L047	1
	ADN	004750	L047	1
	ADN	004751	L047	1
	ADN	004752	L047	1
	ADN	004753	L047	1
	ADN	004754	L047	1
	ADN	004755	L047	1
	ADN	004756	L047	1
	ADN	004757	L047	1
	ADN	004747	L047	1

**Grand Total:**

**74**



## SCHEDULE 1 - DESCRIPTION OF EQUIPMENT

04-Dec-96

<u>ASSIGNMENT</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>CARTYPE</u>	<u>NO OF CARS</u>
ALM002				
	ADN	004912	L047	1
	ADN	004911	L047	1
	ADN	004910	L047	1
	ADN	004909	L047	1
	ADN	004908	L047	1
	ADN	004907	L047	1
	ADN	004905	L047	1
	ADN	004904	L047	1
	ADN	004901	L047	1
	ADN	004900	L047	1
	ADN	004809	L047	1
	ADN	004804	L047	1
	ADN	004803	L047	1

Grand Total:

13